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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

OPUS WEST CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-34356-hdh-11

Jointly Administered

**MODIFICATION TO AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION
OF OPUS WEST CORPORATION, OPUS WEST CONSTRUCTION
CORPORATION, AND OPUS WEST LP, DATED AS OF DECEMBER 2, 2009**

Pursuant to 11 U.S.C. § 1127(a), Opus West Corporation, Opus West Construction Corporation, and Opus West LP, debtors and debtors-in-possession in the above-referenced Chapter 11 bankruptcy case (collectively, the “Debtors”),² propose and file this modification to the *Amended Joint Chapter 11 Plan of Liquidation of Opus West Corporation, Opus West*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Opus West Corporation (1533); Opus West Construction Corporation (5917); Opus West LP (5535); Opus West Partners, Inc. (5537); and O.W. Commercial, Inc. (9134).

² For the avoidance of doubt, the term “Debtors” as used in this modification shall not include related debtors O.W. Commercial, Inc. or Opus West Partners, Inc., each of which are expressly excluded from the terms of the Plan and will be administered separate and apart from the provisions of the Plan.

Construction Corporation, and Opus West LP, Dated as of December 2, 2009 filed as Docket No. 593 (the "Plan"). The Plan is hereby modified as follows:

1. The Plan is hereby modified to delete Section 2.1.20 of the Plan in its entirety and to substitute the following therefore:

"2.1.20 "Claims Objection Deadline" shall mean a date which is one hundred and sixty (160) days following the Effective Date."

2. The Plan is hereby modified to delete the last full paragraph of Section 8.11 of the Plan in its entirety and to substitute the following therefore:

"The Oversight Committee shall continue in existence until such time as either the Oversight Committee deems it appropriate by a majority vote to dissolve itself or all members of the Oversight Committee resign; *provided, however*, that the Oversight Committee shall dissolve no later than the date a Final Order is entered closing the Case or such other date provided in any Final Order entered closing the Case."

3. The Plan is hereby modified to include the following additional section:

"8.20 Claims of STRS Ohio CA Real Estate Investments I, LLC.

STRS Ohio CA Real Estate Investments I, LLC ("STRS") has filed Claims against Opus West and OWCC, with respect to the properties located at (1) 3680 Kelsey Knolls, Santa Rosa, California, and commonly known as The Boulders at Fountaingrove ("The Boulders"), (2) 1465 65th Street, Emeryville, California, and commonly known as The Courtyards at 65th Street ("The Courtyards"), and (3) 200 Bicentennial Way, Santa Rosa, California, and commonly known as The Overlook at Fountaingrove ("The Overlook"). Notwithstanding anything to the contrary contained herein, nothing in this Plan, the Confirmation Order, or any injunction contained therein shall bar or prevent or be deemed to bar or to prevent STRS from pursuing in state or federal court any claims against Opus West and/or OWCC as defendants relating to The Boulders, The Courtyards, and/or The Overlook, so long as such claims are directed solely to insurance proceeds available under insurance policies providing or potentially providing any relevant coverage for, of, or as to Opus West and/or OWCC. STRS may so pursue claims and/or proceed with litigation as to claims against Opus West and/or OWCC relating to The Boulders, The Courtyards, and/or The Overlook; *provided, however*, that any judgment STRS may obtain against the Debtors may only be satisfied from any available insurance proceeds, as described above. It is currently anticipated that the Debtors' costs of responding to discovery will be funded by insurance. STRS will receive no distributions from the Debtors' estates on account of the claims it filed relating to The Boulders, The Courtyards, and/or The Overlook."

4. The Plan is hereby modified to delete Section 9.3 of the Plan in its entirety and to substitute the following therefore:

"9.3 Distributions.

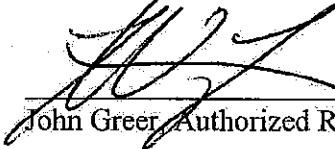
The Surviving Officer shall make Distributions to the holders of Allowed Claims on the terms set forth herein. The Surviving Officer shall distribute all Cash held by the Debtors on the Effective Date within 180 days thereafter, unless otherwise ordered by the Court. Notwithstanding the foregoing sentence, an amount not to exceed \$300,000 may be held after the foregoing 180-day period to pay the post-Confirmation expenses of the Surviving Officer and the Oversight Committee incurred after such period."

5. The Debtors hereby reserve the right to make any further modifications to the Plan as they deem appropriate.

Dated: January 7, 2010

Respectfully Submitted,

OPUS WEST CORPORATION, OPUS
WEST CONSTRUCTION
CORPORATION, AND OPUS WEST LP,
Debtors and Debtors-in-Possession



John Greer, Authorized Representative

Prepared by:

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